

Kent Zigterman

Sr Attorney BP Legal

16514-Km

OCT 12 '10

SURFACE TRANSPURIATION BOARD

BP America Inc 4101 W.nfield Road Mail Code 5 West Warrenville, IL 60555 Direct (630)-821-2352 Fax (630)-821-3396



VIA FEDERAL EXPRESS

October 11, 2010

Ms. Cynthia T. Brown Chief, Section of Administration Office of Proceedings Surface Transportation Board 395 E Street, S.W. Washington, DC 20024

Re: Document for Recordation -

Partial Lease Termination dated as of August 20, 2010 - 55 Plastic Pellet Cars

Dear Ms. Brown:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two copies of a Partial Lease Termination, dated as of August 20, 2010, for 55 Plastic Pellet Cars ("Partial Lease Termination"), a secondary document as defined in the Board's Rules for the Recordation of Documents.

The primary document, to which the enclosed Partial Lease Termination relates is the Lease of Railroad Equipment, dated as of August 1, 1989, and associated documents previously filed with the Board under Recordation Number 16514.

The names and address of the parties to the enclosed Partial Lease Termination are:

Lessor:

U.S. Bank, National Association.

(successor to The Connecticut National Bank)

425 Walnut Street Cincinnati, Ohio 45202

Lessee:

BP Amoco Chemical Company

(formerly named Amoco Chemical Company)

501 Westlake Park Boulevard

Houston, Texas 77079

A short summary of the document to appear in the index is: Partial Lease Termination.

A description of the railroad equipment covered by the Partial Lease Termination is: 55 Plastic Pellet rail cars listed in the document identified as Exhibit A attached to the Partial Lease Termination.

A billing account has been opened by BP Amoco Chemical Company to cover the required recordation fee of \$41.00. Attached is a copy of the Billing Account Application for your records.

Kindly return one stamped copy of the Partial Lease Termination to me at the above address.

Sincerely,

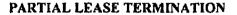
Kent Zigterman

RECORDATION NO. 16514-RFILED

OCT 12 10 -12 3 5 PM

SUBFACE TRANSPORTATION BOARD

Execution Version



Dated as of August [4(), 2010

between

BP AMOCO CHEMICAL COMPANY (formerly, Amoco Chemical Company), as Lessee

and

U.S. BANK, NATIONAL ASSOCIATION (successor to The Connecticut National Bank), not in its individual capacity but solely as Trustee, as Lessor

[THIS AGREEMENT SHALL BE FILED WITH THE SURFACE TRANSPORTATION BOARD AND DEPOSITED IN THE OFFICE OF THE REGISTRAR GENERAL OF CANADA, AND UPON SUCH FILING, EACH OF THE DOCUMENTS DESCRIBED ON EXHIBIT B ATTACHED HERETO, AND THE INTERESTS OF THE PARTIES EVIDENCED THEREBY, SHALL BE TERMINATED OR RELEASED, AS THE CASE MAY BE, WITH RESPECT TO THE EQUIPMENT, AND ONLY THE EQUIPMENT, DESCRIBED ON EXHIBIT A ATTACHED HERETO.]

THIS PARTIAL LEASE TERMINATION (this "Agreement"), dated as of August [4], 2010 between BP AMOCO CHEMICAL COMPANY (formerly Amoco Chemical Company), a Delaware corporation (the "Lessee"), and U.S. BANK, NATIONAL ASSOCIATION (successor to The Connecticut National Bank), a national banking association, not in its individual capacity except as otherwise expressly provided, but solely as the Trustee (the "Trustee" or "Lessor") under the Trust Agreement.

WITNESSETH

WHEREAS, the Lessee and the Trustee have heretoforc entered into a Lease of Railroad Equipment dated as of August 1, 1989 (as supplemented and amended from time-to-time, the "Lease"; capitalized terms used herein without definition shall have the respective meanings set forth in the Lease):

WHEREAS, Sections 14.01 and 14.02 of the Lease govern the return of Units upon expiration of the term of the Lease as to such Units; and

NOW THEREFORE, in consideration of the premises and for good and sufficient consideration, the parties hereto hereby agree as follows:

- 1. The Lessor and the Lessee hereby acknowledge that effective as of the date hereof, the Lease is hereby terminated with respect to the Units listed in Exhibit A attached hereto (the "Terminated Units"). The Lessor hereby waives the requirements of Section 14.02 of the Lease with respect to the Terminated Units. Rental payments for each of the Terminated Units ceased to accrue as of June 14, 2010. Lessor acknowledges that there remain no further obligations on the part of Lessee under the Lease with respect to the Terminated Units, other than those obligations which are expressly stated to survive termination of the Lease.
- 2. The Lessee shall make all filings with the Surface Transportation Board and the Registrar General of Canada reflecting termination of the Lease with respect to the Terminated Units.
- 3. Nothing contained herein shall affect those provisions of the Lease or any related documents which are expressly stated to survive the termination provided for herein.
- 4. This Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same instrument.
- 5. This Agreement shall be governed by and construed in accordance with the laws of the State of New York.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.

BP AMOCO CHEMICAL COMPANY (formerly, Amoco Chemical Company), as Lessee

By: State of the State of 17/2010.

Name: State of the Former of 17/2010.

Title: P. ...

U.S. BANK, NATIONAL ASSOCIATION (successor to The Connecticut National Bank), not in its individual capacity but solely as Trustee, as Lessor

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.

BP AMOCO CHEMICAL COMPANY (formerly, Amoco Chemical Company), as Lessee

By:	 	
Name:	-	
Title:		

U.S. BANK, NATIONAL ASSOCIATION (successor to The Connecticut National Bank), not in its individual capacity but solely as Trustee, as Lessor

Name: Maryanne Y. Dufresne

Title: Vice President

State of Illini	eis,				
County of Du fa	ge)	ss			
On this !	A France	to me personally of BP AMOCO	2010, before a y known, who l O CHEMICAL	me, a notary public, person being by me duly sworn say COMPANY (formerly, Am	nally appeared s that he is the loco Chemical
Company) and th	at said instr	ument was execute	ed on behalf of	said corporation by authorit	ty of its Board
of Directors, and	he acknow	ledged that the ex-	ecution of the t	foregoing instrument was th	e free act and
deed of said corpo	oration.			_ _	
(Notarian Seat)				Diana A	Caram
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	MISSION EXPINE			My Commission Expires:	06/25/12
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the				VAL ASSOCIATION (Succ	
	oard of Direct	ctors, and (s)he ack		ecuted on behalf of said of the execution of the forego	
(Notarial Scal)					
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County of)		
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			EMICAL COMPANY (formerly, Amoco Chemical
	ne acknowle		behalf of said corporation by authority of its Board on of the foregoing instrument was the free act and
(Notarial Seal)			Notary Public
			riotary's done
			My Commission Expires
	j d) day of Aı		e, a notary public, personally appeared Maryanne Y. e duly sworn says that (s)he is the Vice President of
U.S. BANK, NAT instrument was ex-	IONAL AS	SOCIATION (success behalf of said corporations)	or to The Connecticut National Bank) and that said on by authority of its Board of Directors, and (s)he g instrument was the free act and deed of said
(Notarial Seal)			Notary Public
			My Commission Expires:
			SUSAN P. McNALLY NOTARY PUBLIC - CONNECTICUT AND COOM FENTER March 31 2015

Exhibit A

EQUIPMENT TO BE RELEASED

Description:

Total Quantity of Units to be Released: 55

Count Marking Number 42 AMCX 1 AMCX 104038 43 AMCX 2 AMCX 104079 44 AMCX 3 AMCX 104092 45 AMCX 4 AMCX 104019 46 AMCX 5 AMCX 104066 47 AMCX 6 AMCX 104075 49 AMCX 7 AMCX 104075 49 AMCX 8 AMCX 104075 49 AMCX 9 AMCX 104083 51 AMCX 10 AMCX 104083 51 AMCX 10 AMCX 104085 53 AMCX 11 AMCX 104085 53 AMCX 12 AMCX 104086 54 AMCX 13 AMCX 104099 55 AMCX 14 AMCX 104099 54 AMCX 104099			· · · · · · · · · · · · · · · · · · ·		
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40 AMCX 104087	38	AMCX	104080		
	39	AMCX	104082		
41 AMCX 104088	40	AMCX	104087		
	41		104088		

Exhibit B Page 1 of 2

ORIGINAL SURFACE TRANSPORTATION BOARD FILINGS

<u>Description</u>	Filing Date	Recordation <u>Number</u>
Lease of Railroad Equipment, dated as of August 1, 1989, between The Connecticut National Bank, as Lessor, and Amoco Chemical Company, as Lessee	September 13, 1989	16514-A
Amendment Agreement No. 1. dated as of September 22, 1989, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	September 27, 1989	16514-C
Amendment Agreement No. 2, dated as of December 1, 1989, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	December 14, 1989	16514-D
Amendment Agreement No. 3, dated as of June 15, 1990, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	June 29, 1990	16514-E
Amendment Agreement No. 4, dated as of November 1, 1990, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	December 4, 1990	16514-F
Conditional Sale Agreement dated as of August 1, 1989 among The Connecticut National Bank, not in its individual capacity but solely as Trustee for the Owner, Amoco Chemical Company, and Mercantile-Safe Deposit and Trust Company, as Agent	September 13, 1989	16514
Amendment Agreement No. 1, dated as of September 22, 1989, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	September 27, 1989	16514-C
Amendment Agreement No. 2, dated as of December 1, 1989, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	December 14, 1989	16514-D
Amendment Agreement No. 3, dated as of June 15, 1990, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	June 29, 1990	16514-Ł
Amendment Agreement No. 4, dated as of November 1, 1990, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	December 4, 1990	16514-F

Exhibit B Page 2 of 2

ORIGINAL REGISTRAR GENERAL OF CANADA FILINGS

<u>Description</u>	Filing Date
Lease of Railroad Equipment, dated as of August 1, 1989, between The Connecticut National Bank, as Lessor, and Amoco Chemical Company, as Lessee	September 14, 1989
Amendment Agreement No. 1, dated as of September 22, 1989, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	September 28, 1989
Amendment Agreement No. 2, dated as of December 1, 1989, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	December 15, 1989
Amendment Agreement No. 3, dated as of June 15, 1990, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	July 3, 1990
Amendment Agreement No. 4, dated as of November 1, 1990, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	December 5, 1990
Conditional Sale Agreement dated as of August 1, 1989 among The Connecticut National Bank, not in its individual capacity but solely as Trustee for the Owner, Amoco Chemical Company, and Mercantile-Safe Deposit and Trust Company, as Agent	September 14, 1989
Amendment Agreement No. 1, dated as of September 22, 1989, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	September 28, 1989
Amendment Agreement No. 2, dated as of December 1, 1989, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	December 15, 1989
Amendment Agreement No. 3, dated as of June 15, 1990, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	July 3. 1990
Amendment Agreement No. 4. dated as of November 1, 1990, among Amoco Chemical Company, Mercantile-Safe Deposit and Trust Company and The Connecticut National Bank	December 5, 1990